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October 20, 1998

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street
Suite 70
Washington D.C. 20423



RECEIVED
SURFACE TRANSPORTATION
BOARD

OCT 21 10 02 AM '98

RECORDATION NO. 21077 FILED

OCT 21 '98 10-02AM

Dear Janice,

Enclosed is an original plus 1 copy, both notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and the following:

- 1) Central Soya Company, Inc. with 150 railcars (return 1 copy)
- 2) Central Soya Company, Inc. with 91 railcars (return 1 copy)
- 3) Central Soya Company, Inc. with 109 railcars (return 1 copy)

Please note: These filings are pursuant to Memorandum of Lease 21077 filed 12/17/97.

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

enclosure

OCT 21 '98

10-02AM

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 30th day of September 1998 is made by Central Soya Company, Inc., a Indiana corporation, with an address at 1946 West Cook Road, Ft. Wayne, IN 46801 (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of the date heretofore covering the equipment listed on Schedule 02 hereto (the "Equipment"); pursuant to a ^{December 3, 1997} Memorandum of Lease filed with the Surface Transportation Board on December 17, 1997 as recordation no. 21077.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: [Signature]
Name: LAURENCE GITTERBERG
Title: Vice President

CENTRAL SOYA COMPANY, INC.,

By: [Signature]
Name: JOHN L. BRATTEN
Title: VICE PRESIDENT, TRANSPORTATION

STATE OF Indiana)
) SS:
COUNTY OF Allen)

On this 22nd day of September, 1998 before me personally appears
John L. Bratten, to me personally known, who by me duly sworn, says that
he/she is the Vice President, Transportation of CENTRAL SOYA COMPANY,
INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company
by authority of its Board of Directors, and he/she acknowledged that the execution of the
foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Thomas A. Schwartz
Notary Public

THOMAS A. SCHWARTZ

Residence County: Allen

[SEAL]

My Commission expires: August 6, 2006

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 30th day of September, 1998 before me personally appears
LAWRENCE LITTEFIELD, to me personally known, who by me duly sworn, says that
he/she is the Vice-President of THE CIT GROUP/EQUIPMENT
FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the
said Company by authority of its Board of Directors, and he/she acknowledged that the execution
of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 3, 1998

2000

SCHEDULE 02

1	CEFX 10002	41	CEFX 10267	81	CEFX 10412	121	CEFX 10701
2	CEFX 10006	42	CEFX 10274	82	CEFX 10418	122	CEFX 10702
3	CEFX 10010	43	CEFX 10275	83	CEFX 10419	123	CEFX 10703
4	CEFX 10011	44	CEFX 10276	84	CEFX 10420	124	CEFX 10704
5	CEFX 10014	45	CEFX 10279	85	CEFX 10421	125	CEFX 10705
6	CEFX 10020	46	CEFX 10285	86	CEFX 10422	126	CEFX 10706
7	CEFX 10023	47	CEFX 10286	87	CEFX 10424	127	CEFX 10707
8	CEFX 10024	48	CEFX 10287	88	CEFX 10425	128	CEFX 10708
9	CEFX 10034	49	CEFX 10288	89	CEFX 10426	129	CEFX 10709
10	CEFX 10035	50	CEFX 10289	90	CEFX 10428	130	CEFX 10710
11	CEFX 10036	51	CEFX 10290	91	CEFX 10457	131	CEFX 10711
12	CEFX 10045	52	CEFX 10291	92	CEFX 10458	132	CEFX 10712
13	CEFX 10046	53	CEFX 10292	93	CEFX 10459	133	CEFX 10713
14	CEFX 10047	54	CEFX 10293	94	CEFX 10460	134	CEFX 10714
15	CEFX 10051	55	CEFX 10294	95	CEFX 10461	135	CEFX 10715
16	CEFX 10080	56	CEFX 10295	96	CEFX 10462	136	CEFX 10716
17	CEFX 10081	57	CEFX 10296	97	CEFX 10463	137	CEFX 10717
18	CEFX 10082	58	CEFX 10297	98	CEFX 10464	138	CEFX 10718
19	CEFX 10083	59	CEFX 10298	99	CEFX 10465	139	CEFX 10719
20	CEFX 10084	60	CEFX 10299	100	CEFX 10466	140	CEFX 10720
21	CEFX 10085	61	CEFX 10300	101	CEFX 10468	141	CEFX 10721
22	CEFX 10086	62	CEFX 10305	102	CEFX 10482	142	CEFX 10722
23	CEFX 10087	63	CEFX 10309	103	CEFX 10483	143	CEFX 10723
24	CEFX 10088	64	CEFX 10317	104	CEFX 10484	144	CEFX 10724
25	CEFX 10089	65	CEFX 10318	105	CEFX 10485	145	CEFX 10725
26	CEFX 10090	66	CEFX 10321	106	CEFX 10486	146	CEFX 10726
27	CEFX 10091	67	CEFX 10324	107	CEFX 10487	147	CEFX 10727
28	CEFX 10092	68	CEFX 10330	108	CEFX 10488	148	CEFX 10728
29	CEFX 10093	69	CEFX 10339	109	CEFX 10489	149	CEFX 10729
30	CEFX 10094	70	CEFX 10355	110	CEFX 10690	150	CEFX 10730
31	CEFX 10095	71	CEFX 10361	111	CEFX 10691		
32	CEFX 10096	72	CEFX 10366	112	CEFX 10692		
33	CEFX 10097	73	CEFX 10368	113	CEFX 10693		
34	CEFX 10098	74	CEFX 10378	114	CEFX 10694		
35	CEFX 10099	75	CEFX 10404	115	CEFX 10695		
36	CEFX 10234	76	CEFX 10405	116	CEFX 10696		
37	CEFX 10235	77	CEFX 10406	117	CEFX 10697		
38	CEFX 10236	78	CEFX 10407	118	CEFX 10698		
39	CEFX 10239	79	CEFX 10408	119	CEFX 10699		
40	CEFX 10240	80	CEFX 10410	120	CEFX 10700		